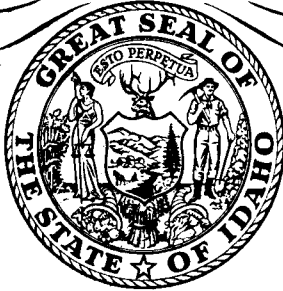


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

INVESTOR SERVICES, INC.

was filed in the office of the Secretary of State on the **Twenty-fourth** day of **February,** A. D. One Thousand Nine Hundred **Sixty-five** and **will be** is duly recorded on ~~film~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Boise** in the County of **Ada** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **24th** day of **February**, A.D., 19 **65**.

Secretary of State.

IN THE OFFICE OF THE SECRETARY OF STATE

STATE OF IDAHO

In the Matter of the)
Incorporation of)

INVESTOR SERVICES, INC.,)

A Non-Profit Corporation)

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned five (5) persons, all of whom are of full age and two-thirds of whom are citizens of the United States of America and residents of the State of Idaho, do associate ourselves together for the purposes of forming a non-profit corporation, pursuant to Chapter 10, Title 30 of the Idaho Code, and in accordance with the laws and statutes of the State of Idaho, we certify as follows:

ARTICLE FIRST

NAME:

The name of this corporation is and shall be:

INVESTOR SERVICES, INC.

ARTICLE FIRST A

PURPOSES:

The purposes of this corporation shall be specifically to maintain a brokerage office in the City of Boise, State of Idaho, with branch offices in such other places throughout the State of Idaho through which the stocks and securities of domestic Idaho investment companies can be listed for sale and traded by the owners thereof so as to provide a market place where citizens of the State of Idaho owning securities in domestic Idaho investment companies can offer the same for sale if they desire to sell such se-

curities, and to provide a place where citizens of the State of Idaho can obtain the acquisition and purchase of securities of domestic Idaho investment companies. That while the above and foregoing are the specific purposes for which this corporation shall be organized, this corporation shall have power to do and to perform all and everything that a non-profit corporation could or might do under the laws and statutes of the State of Idaho.

ARTICLE SECOND

DURATION:

The duration of this corporation shall be perpetual, but nothing herein contained shall prevent the sooner winding up of the corporation upon compliance with the laws and statutes of the State of Idaho.

ARTICLE THIRD

LOCATION OF REGISTERED OFFICE:

The location and post office address of the principal registered office of this corporation shall be Boise, Idaho, but nothing herein contained shall prevent this non-profit corporation from having other offices throughout the State of Idaho if the Board of Directors do so determine.

ARTICLE FOURTH

NO CAPITAL STOCK - MEMBERSHIPS ONLY:

This corporation shall not issue any capital stock, but shall issue membership certificates only to each member thereof, which certificate cannot be assigned so as the trans-

ferree thereof can by such transfer become a member of the corporation, except by resolution of the Board of Directors, and under such regulations as the By-Laws may prescribe. In this corporation, the rights and interest of all of the members shall be equal, and no member shall have or acquire a greater interest therein than any other member.

ARTICLE FIFTH

MANAGEMENT OF AFFAIRS:

The management of the affairs of this corporation shall be in a Board of Directors to consist of not less than three (3) members, but the Board of Directors may from time to time enlarge and expand such number by resolution approved by a two-thirds (2/3s) majority of such Board of Directors. Nothing contained herein shall require that a member of the Board of Directors, or an officer or director of this corporation, shall be a member of the corporation, it being recognized that membership shall be limited to corporate entity issuing securities and, therefore, the officers and directors shall be individuals, none of whom shall be members of the corporation. The rate of compensation shall be fixed by the Board of Directors.

ARTICLE SIXTH

INCORPORATORS:

The names and post office addresses of the incorporators of this non-profit corporation are as follows:

<u>Name</u>	<u>Address</u>
Harold S. Miller,	3120 Crane Creek Road, Boise, Idaho
J. Douglas Hansen,	1012 Wyndemere Drive, Boise, Idaho
Willis A. White,	6077 Oreana Drive, Boise, Idaho
Gary L. White,	2825 Columbus Street, Boise, Idaho
M. D. Piepgrass,	1912 Tendoy Drive, Boise, Idaho

None of the above incorporators have subscribed for any membership in this non-profit corporation for the reason that they would be ineligible for membership, nor have any of the incorporators subscribed for any stock for the reason that said corporation shall not have any capital stock.

ARTICLE SEVENTH

ELIGIBILITY FOR MEMBERS:

The membership of this corporation shall be limited to domestic Idaho investment companies or corporations, who are organized and exist under the laws and statutes of the State of Idaho, who have issued securities to the general public, pursuant to compliance with the laws of the State of Idaho relative to the issuing of securities, generally known as the "Blue Sky Law", or be exempt therefrom, and who have at least twenty-five (25) stockholders, or a currently in force permit from the Department of Finance of the State of Idaho offering the public sale of securities. The Board of Directors are specifically authorized to add such additional qualifications of membership from time to time which they may determine in accordance with the By-Laws of this corporation.

IN WITNESS WHEREOF, We have hereunto set our hands
and seals and caused these Articles of Association to be exe-
cuted this 23 day of February, 1965.

Harold S. Miller (SEAL)
Harold S. Miller

J. Douglas Hansen (SEAL)
J. Douglas Hansen

Willis A. White (SEAL)
Willis A. White

Gary L. White (SEAL)
Gary L. White

M. D. Piegrass (SEAL)
M. D. Piegrass

STATE OF IDAHO)
 : ss.
County of Ada)

THIS IS TO CERTIFY, That on this 23 day of
February, 1965, before me, a Notary Public in and for said
State, personally appeared HAROLD S. MILLER, J. DOUGLAS HAN-
SEN, WILLIS A. WHITE, GARY L. WHITE and M. D. PIEGRASS, known
to me to be the persons whose names are subscribed to the
within instrument, and before me and in my presence they ac-
knowledged to me that they executed the same as their own
free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official notarial seal the day and year in this
certificate first above written.

Edith J. Littlefield
Notary Public for Idaho
Residing at Boise, Idaho